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RECORDATION NO. 20150-J FILED

JAN 26 '01 10:55 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

January 26, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Complete Termination and Release of Security Interests and Liens, dated as of January 23, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Residual Rights Sharing Agreement which was previously filed with the Board under Recordation Number 20150-B.

The name and address of the party to the enclosed document are:

Secured Party: R. M. Haber & Associates, Inc.
1155 Wisteria Drive
Malvern, Pennsylvania 19355

A description of the railroad equipment covered by the enclosed document is:

Fifty (50) flatcars: SH 200 – SH 249 inclusive.

A short summary of the document to appear in the index is:

Complete Termination and Release of Security Interests and Liens by R. M. Haber & Associates, Inc., Secured Party, covering fifty (50) flatcars: SH 200 – SH 249 inclusive.

Mr. Vernon A. Williams
January 26, 2001
Page 2

Also enclosed is a check in the amount of \$27.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/bjg
Enclosures

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SURFACE TRANSPORTATION BOARD

**COMPLETE TERMINATION AND RELEASE
OF SECURITY INTERESTS AND LIEN**

The undersigned, R. M. Haber & Associates, Inc., a Pennsylvania corporation, ("Secured Party"), for good and valuable consideration, the receipt and sufficiency of which is acknowledged, terminates, releases and discharges its right, security interest, lien and other interests granted under or with respect to that certain Residual Rights Sharing Agreement dated as June 20, 1996 between Secured Party and TPS Leasing Company, LLC, a Texas limited liability company, which was filed with the Surface Transportation Board on February 21, 1997 as Recordation Number 20150-B (the "Residual Rights Sharing Agreement"), and in and to all properties, assets and rights of every kind and nature, wherever located, now owned or hereafter acquired or arising, and all proceeds and products thereof, as may have been granted pursuant to the Residual Rights Sharing Agreement, including (without limiting the generality of the foregoing) all rights, interests and liens in and to fifty (50) 70-ton flat cars bearing the road and reporting numbers SH200 through SH249, inclusive. Secured Party acknowledges that all obligations of the TPS Leasing Company, LLC under the Residual Rights Sharing Agreement have been satisfied and discharged and that the Residual Rights Sharing Agreement has been terminated.

Executed as of this 23rd day of January, 2001

R. M. HABER & ASSOCIATES, INC.

By: [Signature]
Name: Robert M. Haber
Title: President

State of Pennsylvania)
County of Chester)ss:

On this 23 day of January, 2001, before me personally appeared Robert M. Haber, to me personally known, who being by me duly sworn, says that he is President of R. M. Haber & Associates, Inc. and that said instrument was on January 23, 2001, signed on behalf of said R. M. Haber & Associates, Inc. by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Signature]
Notary Public

(Notarial Seal)

My Commission Expires: 10/28/2004

